

LOWENSTEIN SANDLER LLP

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*Counsel to the Debtors and
Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

Dots, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 14-11016 (DHS)

Jointly Administered

**NINTH MONTHLY FEE STATEMENT OF LOWENSTEIN SANDLER LLP
FOR THE PERIOD SEPTEMBER 1, 2014 THROUGH SEPTEMBER 30, 2014**

Lowenstein Sandler LLP, counsel to the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), submits this ninth monthly fee statement for the period September 1, 2014 through September 30, 2014 (the “**Ninth Fee Statement**”) pursuant to the Court’s *Administrative Order Establishing Certain Procedures for Allowance of Interim Compensation and Reimbursement of Expenses of Professionals Retained By Order of this Court*, dated March 19, 2014 [Docket No. 239] (the “**Administrative Order**”). Pursuant to the Administrative Order, responses to the Ninth Fee Statement, if any, are due by October 28, 2014.

¹ The Debtors in these chapter 11 cases are Dots, LLC, IPC/Dots LLC, and Dots Gift LLC. The last four digits of Dots, LLC’s and IPC/Dots LLC’s tax identification numbers are (3957) and (8282), respectively.

Dated: October 8, 2014

Respectfully submitted,

LOWENSTEIN SANDLER LLP

/s/ Kenneth A. Rosen _____

Kenneth A. Rosen, Esq.

Wojciech F. Jung, Esq.

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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

D.N.J. LBR 2016-1, FEE APPLICATION COVER SHEET

IN RE: Dots, LLC, et al. APPLICANT: Lowenstein Sandler LLP
CASE NO.: 14-11016 (DHS) CLIENT: Chapter 11 Debtors
CHAPTER: 11 CASE FILED: January 20, 2014

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION UNDER
PENALTY OF PERJURY, PURSUANT TO 28 U.S.C. SECTION 1746

RETENTION ORDER(S) ATTACHED

SECTION I
FEE SUMMARY

**NINTH MONTHLY FEE STATEMENT OF LOWENSTEIN SANDLER LLP
FOR THE PERIOD SEPTEMBER 1, 2014 THROUGH SEPTEMBER 30, 2014**

	<u>FEES</u>	<u>EXPENSES</u>
TOTAL PREVIOUS FEES REQUESTED	<u>\$1,746,262.00</u>	<u>\$26,368.82</u>
TOTAL FEES ALLOWED TO DATE:	<u>\$ 1,746,262.00</u>	<u>\$26,368.82</u>
TOTAL RETAINER (IF APPLICABLE)	<u>\$ 0.00</u>	<u>\$ 0.00</u>
TOTAL HOLDBACK (IF APPLICABLE)	<u>\$ 93,865.00²</u>	<u>\$ 0.00</u>
TOTAL RECEIVED BY APPLICANT	<u>\$ 762,050.08</u>	<u>\$14,571.16</u>
 FEE TOTALS - PAGE 2	 <u>\$ 46,124.50</u>	
DISBURSEMENTS TOTALS - PAGE 3	<u>\$ 1,331.36</u>	
TOTAL FEE APPLICATION	<u>\$ 47,455.86</u>	
MINUS 20% HOLDBACK	<u>- 9,224.90</u>	
AMOUNT SOUGHT AT THIS TIME	<u>\$ 38,230.96</u>	

² This amount includes holdback under this Application.

Name of Professional	Year Admitted	Title/Department	Hours	Rate	Fee
Banker, David M.	2000	Partner/Bankruptcy	2.30	\$620.00	\$1,426.00
Buechler, Bruce	1987	Partner/Bankruptcy	1.90	\$735.00	\$1,396.50
Jung, Wojciech F.	2003	Partner/Bankruptcy	34.00	\$600.00	\$20,400.00
*Jung, Wojciech F. - Travel Time	2003	Partner/Bankruptcy	0.90	\$300.00	\$270.00
Rosen, Kenneth A.	1979	Partner/Bankruptcy	1.40	\$885.00	\$1,239.00
Behlmann, Andrew D.	2009	Associate/Bankruptcy	29.80	\$485.00	\$14,453.00
Bonito, Lisa Marie	N/A	Paralegal/Bankruptcy	20.60	\$200.00	\$4,120.00
Claussen, Diane	N/A	Paralegal/Bankruptcy	5.50	\$220.00	\$1,210.00
Lawler, Elizabeth B.	N/A	Paralegal/Bankruptcy	5.60	\$200.00	\$1,120.00
Sudol, Jeanne	N/A	Paralegal/Bankruptcy	2.00	\$110.00	\$220.00
Total Fees			104		\$45,854.50
Blended Rate				\$440.91	

*Reflects 50% rate reduction due to non-working travel time

SECTION II SUMMARY OF SERVICES

SERVICES RENDERED	HOURS	FEE
Case Administration	2.30	\$738.00
Asset Analysis and Recovery	7.80	\$3,783.00
Asset Disposition	5.70	\$3,784.50
Relief from Stay/Adequate Protection Proceedings	0.20	\$44.00
Meetings of and Communication with Creditors	1.40	\$612.00
Fee/Employment Applications	2.10	\$430.00
Employment and Retention Applications - Others	0.50	\$104.00
Fee Applications and Invoices - Others	13.40	\$3,449.50
Avoidance Action Analysis	5.60	\$3,384.00
Assumption/Rejection of Leases and Contracts	14.30	\$6,527.50
Other Contested Matters (excluding assumption/rejection motions)	17.50	\$9,418.00
Non-Working Travel	0.90	\$270.00
Business Operations	11.90	\$2,860.00
Financing/Cash Collateral	1.70	\$1,020.00
Claims Administration and Objections	9.40	\$4,618.00

Plan and Disclosure Statement (including Business Plan)	2.00	\$428.00
Restructurings	0.20	\$120.00
Adversary Proceedings and Bankruptcy Court Litigation	0.20	\$124.00
Other - Insurance Matters	6.90	\$4,140.00
SERVICE TOTALS	104	\$45,854.50

SECTION III
SUMMARY OF DISBURSEMENTS

	AMOUNT
Case preparation expenses	\$6.69
Messenger and delivery charges	\$488.55
Bulk rate/special postage	\$19.60
Computerized legal research	\$371.75
Telecommunications	\$34.83
Travel	\$24.44
Photocopies 495 pages at \$0.78 per page	\$385.50
TOTAL DISBURSEMENTS	\$1,331.36

**SECTION IV
CASE HISTORY**

(NOTE: Items 3 - 6 are not applicable to applications under 11 U.S.C. §506)

- (1) DATE CASE FILED: January 20, 2014
- (2) CHAPTER UNDER WHICH CASE WAS COMMENCED: 11
- (3) DATE OF RETENTION: February 11, 2014, effective as of January 20, 2014 [Docket No. 184]. See Order attached.
- (4) SUMMARIZE IN BRIEF THE BENEFITS TO THE ESTATE AND ATTACH SUPPLEMENTS AS NEEDED:
 - a. Applicant engaged in communications and meetings with the Official Committee of Unsecured Creditors (the “Committee”) and its professionals;
 - b. Applicant drafted and filed a motion to compel IBC Bank and Citibank to close accounts and turn over proceeds and for sanctions for violation of the automatic stay;
 - c. Applicant attended to fee applications of various estate professionals;
 - d. Applicant attended to the Gordon Brothers reconciliation and discussed the reconciliation with PwC and the Board;
 - e. Applicant attended to various phone calls from creditors re: claims;
 - f. Applicant attended to multiple objections to preference litigation procedures and conferred with special counsel regarding the preference procedures;
 - g. Applicant attended to the rejection of the Debtors’ remaining executory contracts;
 - h. Applicant attended to the Debtors’ monthly operating reports;
 - i. Applicant attended to the Visa/Mastercard settlement and motion to approve the settlement;
 - j. Applicant attended court hearings on behalf of the Debtors;
 - k. Applicant attended to the Debtors’ budget issues;
 - l. Applicant attended various medical and administrative claims;
 - m. Applicant attended to the Debtors’ insurance issues;

- n. Applicant frequently communicated with the Committee's and lenders' professionals on various issues, including the Debtors' operations and the administration of the case; and
- o. Applicant performed all other legal services for the Debtors that were necessary and proper in these proceedings and in furtherance of the Debtors' needs.

(5) ANTICIPATED DISTRIBUTION TO CREDITORS:

- (A) ADMINISTRATION EXPENSES: (unknown at this time)
- (B) SECURED CREDITORS: (unknown at this time)
- (C) PRIORITY CREDITORS: (unknown at this time)
- (D) GENERAL UNSECURED CREDITORS: (unknown at this time)

(6) FINAL DISPOSITION OF CASE AND PERCENTAGE OF DIVIDEND PAID TO CREDITORS (IF APPLICABLE): Final disposition of case and dividend are unknown at this time.

I certify under penalty of perjury that the foregoing is true and correct.

Dated: October 8, 2014

/s/ Kenneth A. Rosen
Kenneth A. Rosen, Esq.



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
Caption in compliance with D.N.J. LBR 9004-2(c)

LOWENSTEIN SANDLER LLP

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*Counsel to the Debtors and
Debtors-in-Possession*

In re:

Dots, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 14-11016 (___)

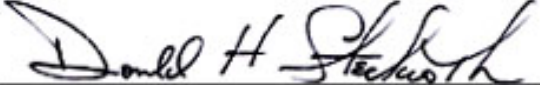
(Joint Administration Requested)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
LOWENSTEIN SANDLER LLP AS COUNSEL TO THE DEBTORS
EFFECTIVE AS OF THE PETITION DATE**

The relief set forth on the following page, numbered two (2) through three (3), is hereby

ORDERED.

DATED: 2/11/2014



Honorable Donald H. Steckroth
United States Bankruptcy Judge

¹ The Debtors in these chapter 11 cases are Dots, LLC, IPC/Dots LLC, and Dots Gift LLC. The last four digits of Dots, LLC's and IPC/Dots LLC's tax identification numbers are (3957) and (8282), respectively.

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Debtors: Dots, LLC, *et al.*
Case No.: 14-11016 (____)
Caption: Order Authorizing the Employment and Retention of Lowenstein Sandler LLP as Counsel to the Debtors Effective as of the Petition Date

Upon consideration of the application (the “**Application**”)² of the above captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) for entry of an order pursuant to sections 327(a), 328 and 1107 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of New Jersey authorizing the employment and retention of Lowenstein Sandler LLP (“**Lowenstein Sandler**”) as counsel to the Debtors, effective as of January 19, 2014 (the “**Petition Date**”), and upon consideration of the *Declaration of Kenneth A. Rosen* and the *Declaration of Lisa Rhodes in support of the Application*; and the Court being satisfied that Lowenstein Sandler does not hold or represent an interest adverse to the Debtors’ estates and is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code; and notice of the Application being sufficient; and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED**.
2. Pursuant to sections 327(a), 328 and 1107 of the Bankruptcy Code, the Debtors are authorized to employ and to retain Lowenstein Sandler, effective as of the Petition Date, to serve as the Debtors’ counsel in these Chapter 11 Cases.
3. Lowenstein Sandler shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rules, and such other procedures as may be fixed by order of this Court.
4. The requirement set forth in Local Rule 9013-2 that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

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Debtors: Dots, LLC, *et al.*
Case No.: 14-11016 (____)
Caption: Order Authorizing the Employment and Retention of Lowenstein Sandler LLP as Counsel to the Debtors Effective as of the Petition Date

5. To the extent applicable, the requirements of rule 6004(a) of the Bankruptcy Rules are hereby waived.

6. Notwithstanding the possible applicability of rule 6004(h) of the Bankruptcy Rules, this Order shall be immediately effective and enforceable upon its entry.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

8. This Court shall retain exclusive jurisdiction to hear and decide any and all disputes related to or arising from the implementation, interpretation and enforcement of this Order.

EXHIBIT A

EXHIBIT A

Professional Services rendered by Lowenstein Sandler LLP, through September 30, 2014

In re: Chapter 11

I. SUMMARY OF TIME CHARGES AND HOURLY RATES

Name of Professional	Year Admitted	Title	Hours Spent	Hourly Rate	Charge
Banker, David M.	2000	Partner/Bankruptcy	2.30	\$620.00	\$1,426.00
Buechler, Bruce	1987	Partner/Bankruptcy	1.90	735.00	1,396.50
Jung, Wojciech F.	2003	Partner/Bankruptcy	34.00	600.00	20,400.00
*Jung, Wojciech F. - Travel Time	2003	Partner/Bankruptcy	0.90	300.00	270.00
Rosen, Kenneth A.	1979	Partner/Bankruptcy	1.40	885.00	1,239.00
Behlmann, Andrew D.	2009	Associate/Bankruptcy	29.80	485.00	14,453.00
Bonito, Lisa Marie	N/A	Paralegal/Bankruptcy	20.60	200.00	4,120.00
Claussen, Diane	N/A	Paralegal/Bankruptcy	5.50	220.00	1,210.00
Lawler, Elizabeth B.	N/A	Paralegal/Bankruptcy	5.60	200.00	1,120.00
Sudol, Jeanne	N/A	Paralegal/Bankruptcy	2.00	110.00	220.00
TOTAL FEES			104.00		\$45,854.50
Blended Rate					\$440.91

*Reflects 50% rate reduction due to non-working travel time

Dots, LLC
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TIME DETAIL:

Code	Date	Timekeeper	Time Narrative	Hours	Amount
<u>B100 - Administration</u>					
<u>B110 Case Administration</u>					
B110	09/11/14	WFJ	Update agenda re 9/16/14 hearing and confer with L. Bonito re same	0.20	\$120.00
B110	09/15/14	JS	Organize, review & set up file for attorney review re: deadlines	1.00	110.00
B110	09/15/14	WFJ	Review and revise amended agenda re 9/16/14 hearing	0.10	60.00
B110	09/17/14	WFJ	Attention to critical dates	0.20	120.00
B110	09/26/14	DC	Exchange e-mail correspondence with W. Jung re: MOR for August 2014	0.10	22.00
B110	09/29/14	DC	Tend to filing of Monthly Operating Report for August 2014	0.20	44.00
B110	09/29/14	DC	Draft e-mail to Donlin & Recano re: contact list for service requests and contact introduction for future service requests	0.10	22.00
B110	09/30/14	WFJ	Work on open matters and case logistics	0.40	240.00
Total B110 - Case Administration				2.30	\$738.00

B120 Asset Analysis and Recovery

B120	09/09/14	ADB	Draft motions to compel IBC Bank and Citibank to close accounts and turn over proceeds and for sanctions for violation of automatic stay	7.80	3,783.00
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Code	Date	Timekeeper	Time Narrative	Hours	Amount
Total B120 - Asset Analysis and Recovery				7.80	\$3,783.00

B130 Asset Disposition

B130	09/05/14	ADB	Review proposed release requested by Rainbow Southeast Leasing Inc. re: real estate leases	0.30	145.50
B130	09/09/14	KAR	E-mails to/from PriceWaterhouse re: sharing with Gordon Brothers	0.30	265.50
B130	09/10/14	WFJ	Call with P. Hollander re GB reconciliation	0.20	120.00
B130	09/11/14	WFJ	Correspondence with lenders and counsel re Gordon Brothers reconciliation	0.30	180.00
B130	09/11/14	WFJ	Analysis of documents and backup information Gordon Brothers reconciliation	1.10	660.00
B130	09/11/14	WFJ	Correspondence (.1) with K. Rosen and call (.2) with A. Behlmann re reconciliation of sale proceeds	0.30	180.00
B130	09/12/14	WFJ	Correspondence with A. Behlmann re GB reconciliation (.1); review back up re same (.6)	0.70	420.00
B130	09/16/14	KAR	Conference call with PwC of AC re: GB report	0.70	619.50
B130	09/16/14	WFJ	Conference call with PwC and Board re sale and reconciliation	1.10	660.00
B130	09/18/14	WFJ	Correspondence with A. Behlmann re Gordon Brothers and budget	0.20	120.00
B130	09/19/14	KAR	Conference call re: Gordon accounting	0.40	354.00
B130	09/23/14	WFJ	Review Declaration of New Dots LLC Regarding Customer Personally Identifiable Information	0.10	60.00

Total B130 - Asset Disposition	5.70	\$3,784.50
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Dots, LLC

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
<u>B140 Relief from Stay/Adequate Protection Proceedings</u>					
B140	09/29/14	DC	Tend to filing Certification of Service for Motion for Turnover re: Citibank	0.20	44.00
Total B140 - Relief from Stay/Adequate Protection Proceedings				0.20	\$44.00
<u>B150 Meetings of and Communication with Creditors</u>					
B150	09/10/14	WFJ	Correspondence with A. Behlmann re IBC correspondence and inquiry	0.20	120.00
B150	09/10/14	WFJ	Correspondence with Donlin re creditor inquiry	0.10	60.00
B150	09/11/14	WFJ	E-mail from V. Leal re return of funds	0.10	60.00
B150	09/24/14	DC	Respond to telephone calls from claimants and confer with A. Behlman re: same	0.30	66.00
B150	09/25/14	WFJ	Correspondence with D. Claussen re creditor inquiry	0.10	60.00
B150	09/26/14	DC	Return telephone calls to various creditors re: claim filing instructions and verification of filed claims	0.30	66.00
B150	09/29/14	WFJ	Call from former employee- re claims and update	0.30	180.00
Total B150 - Meetings of and Communication with Creditors				1.40	\$612.00
<u>B160 Fee/Employment Applications</u>					
B160	09/02/14	LMB	Update fee application status chart	0.70	140.00
B160	09/09/14	EBL	Prepare Lowenstein's eighth monthly fee application	0.90	180.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B160	09/29/14	DC	Retrieve Order Approving First Interim Fee Application, forward same to J. Straker and confer with E. Lawler re: Second Interim Fee Application	0.20	44.00
B160	09/29/14	DC	Prepare Notice of Hearing for Lowenstein's Second Interim Fee Application	0.30	66.00
Total B160 - Fee/Employment Applications				2.10	\$430.00

B165 Employment and Retention Applications - Others

B165	07/30/14	LMB	Review Hilco Streambank retention application	0.30	60.00
B165	09/25/14	DC	Exchange e-mail correspondence with PwC and W. Jung re: CNO for monthly fee application	0.20	44.00
Total B165 - Employment and Retention Applications - Others				0.50	\$104.00

B175 Fee Applications and Invoices - Others

B175	07/25/14	LMB	Arrange for service and e-mail PwC monthly fee statement for June 2014	0.40	80.00
B175	07/30/14	LMB	Preparation of Final Fee Application for Hilco Streambank	1.50	300.00
B175	07/30/14	LMB	Preparation of Final Fee Application for A&G Realty Partners, LLC	1.50	300.00
B175	09/01/14	WFJ	Review Donlin's July invoice	0.10	60.00
B175	09/02/14	ADB	Exchange e-mails with J. Hazan and L. Bonito re: Hilco Streambank fee application	0.30	145.50
B175	09/02/14	LMB	Prepare and efile PWC Certification of NO Objection for 4th monthly fee statement for May 2014	0.60	120.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B175	09/02/14	LMB	Prepare and efile Hilco Certification of No Objection for Final Fee Application	0.60	120.00
B175	09/10/14	EBL	Finalize and e-file Lowenstein's eighth monthly fee application	0.40	80.00
B175	09/10/14	EBL	Finalize and e-file Lowenstein Sandler's Eighth Monthly fee application	0.30	60.00
B175	09/10/14	WFJ	Prepare August fee statement	0.30	180.00
B175	09/11/14	WFJ	Correspondence with Donlin re payments	0.20	120.00
B175	09/16/14	WFJ	Review Salazar's final fee application	0.10	60.00
B175	09/22/14	WFJ	Review Salazar final fee application	0.10	60.00
B175	09/24/14	DC	Tend to filing and service of Seventh Monthly Fee Statement of PricewaterhouseCoopers	0.40	88.00
B175	09/24/14	WFJ	Correspondence with C. Brown re CNOs	0.10	60.00
B175	09/25/14	DC	Prepare CNO for PwC's Sixth Monthly Fee Application and tend to filing same with the court	0.30	66.00
B175	09/25/14	EBL	Prepare draft of second interim fee application and related exhibits	2.30	460.00
B175	09/26/14	DC	Prepare and file Certification of Service of Seventh Monthly Fee Statement of PricewaterhouseCoopers	0.30	66.00
B175	09/26/14	DC	Respond to e-mail from PricewaterhouseCoopers re: approval of CNO for filing	0.10	22.00
B175	09/26/14	DC	Tend to electronic filing of Certificate of No Objection for sixth monthly fee application of PricewaterhouseCoopers	0.10	22.00
B175	09/30/14	DC	Prepare Notice of Hearing Second Interim Fee Application	0.30	66.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B175	09/30/14	DC	Telephone conference with E. Lawler re: revisions to Lowenstein's Second Interim Fee Application and deadline for filing under November 5 hearing date	0.20	44.00
B175	09/30/14	DC	Revise Notice of Hearing for PwC's Second Interim Fee Application and tend to filing same with the court	0.30	66.00
B175	09/30/14	DC	Draft e-mail for service of Lowenstein's Second Interim Fee Application	0.20	44.00
B175	09/30/14	EBL	Revisions to Second Interim Fee Application of Lowenstein Sandler (1.0); e-file same and coordinate service (.7)	1.70	340.00
B175	09/30/14	WFJ	Work on second interim fee application	0.70	420.00
Total B175 - Fee Applications and Invoices - Others				13.40	\$3,449.50

B180 Avoidance Action Analysis

B180	09/04/14	WFJ	E-mails with J. DePasquale et al preference litigation	0.20	120.00
B180	09/08/14	WFJ	Review utility companies objection re preference procedures	0.20	120.00
B180	09/08/14	WFJ	Correspondence with J. DePasquale re preference procedures	0.20	120.00
B180	09/09/14	WFJ	Review multiple objections to preference procedures motion	0.30	180.00
B180	09/10/14	WFJ	Correspondence with J. DiPasquale et al re objections to bidding procedures	0.30	180.00
B180	09/11/14	WFJ	Correspondence with J. DiPasquale re further comments to procedures	0.20	120.00
B180	09/12/14	WFJ	Correspondence with Trenk re preference analysis	0.20	120.00
B180	09/15/14	WFJ	Review multiple objections re preference procedures (.6); confer with J. DiPasquale re same (.2)	0.80	480.00

ALL DETAILED INFORMATION IS CONSIDERED TO BE PRIVILEGED AND CONFIDENTIAL.

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B180	09/26/14	DMB	Review special counsel's proposed preference complaint	0.30	186.00
B180	09/26/14	DMB	Research statutes, rules and forms in connection with comments to special counsel's proposed preference complaint	0.30	186.00
B180	09/26/14	DMB	Prepare comments to special counsel re: proposed preference complaint	0.40	248.00
B180	09/26/14	DMB	Review special counsel's revised proposed preference complaint and e-mails with special counsel re: same	0.20	124.00
B180	09/26/14	WFJ	E-mail from J. DiPasquale re top 75 preference defendants	0.20	120.00
B180	09/26/14	WFJ	Correspondence with D. Banker and J. DiPasquale re complaints and preference defendants	0.20	120.00
B180	09/29/14	WFJ	E-mail to J. DiPasquale re top 75 preference defendants (.1); review documents re Innotrac (.3)	0.40	240.00
B180	09/29/14	WFJ	E-mails with J. Catalano re preference litigation matters	0.50	300.00
B180	09/30/14	WFJ	Confer with Trenk re preferences and legal matters related thereto	0.70	420.00
Total B180 - Avoidance Action Analysis				5.60	\$3,384.00

B185 Assumption/Rejection of Leases and Contracts

B185	09/02/14	ADB	Prepare schedule to omnibus notice of contract rejection	4.60	2,231.00
B185	09/03/14	ADB	Finalize sixth omnibus notice of contract rejection	6.60	3,201.00
B185	09/03/14	JS	Organize, review & set up file for attorney review re: contracts	1.00	110.00
B185	09/03/14	WFJ	E-mails with A. Behlmann re rejection of contracts/leases	0.10	60.00

ALL DETAILED INFORMATION IS CONSIDERED TO BE PRIVILEGED AND CONFIDENTIAL.

Dots, LLC
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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B185	09/03/14	WFJ	Review and revise pleadings re rejection of contracts/leases	0.30	180.00
B185	09/04/14	WFJ	Review and revise notice re rejection of contracts	0.20	120.00
B185	09/04/14	WFJ	E-mail from M. McCarthy re Rainbow reconciliation	0.20	120.00
B185	09/05/14	LMB	Attend to, efile and serve via e-mail and regular mail Debtors' Sixth Omnibus Notice of (i) Rejection of Certain Executory Contracts and Unexpired Leases of Nonresidential Real Property, (ii) Abandonment of Personal Property, and (iii) Claims Bar Date	0.60	120.00
B185	09/08/14	WFJ	Correspondence with A. Behlmann re rejection of contracts	0.20	120.00
B185	09/15/14	ADB	Exchange e-mails with J. Montgomery re: rejection of SAP contracts	0.30	145.50
B185	09/29/14	WFJ	Correspondence with K.. Conlan and A. Behlmann re leases	0.20	120.00
Total B185 - Assumption/Rejection of Leases and Contracts				14.30	\$6,527.50

B190 Other Contested Matters (excluding assumption/rejection motions)

B190	09/02/14	ADB	Revise Visa/Mastercard settlement motion	3.20	1,552.00
B190	09/02/14	BB	Exchange e-mails with C. Pearson and A. Behlmann re: Visa/MasterCard settlement and motion to approve of settlement	0.20	147.00
B190	09/03/14	ADB	Exchange e-mails with E. Bond re: Visa/MasterCard settlement	0.30	145.50
B190	09/03/14	ADB	Draft motion to file Visa/Mastercard settlement agreement under seal	2.30	1,115.50
B190	09/04/14	ADB	Exchange e-mails with P. Dawson re: drawdown of utility deposit account by Kissimmee Utilities Authority	0.60	291.00

ALL DETAILED INFORMATION IS CONSIDERED TO BE PRIVILEGED AND CONFIDENTIAL.

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B190	09/04/14	BB	Telephone call with C. Pearson re: Visa/MasterCard settlement	0.10	73.50
B190	09/04/14	BB	Telephone call with A. Behlmann re: Visa/MasterCard settlement and filing motion to approve of same	0.10	73.50
B190	09/04/14	BB	Review draft motion to approve of Visa/MasterCard settlement and separate motion to file the settlement agreement under seal and office conference with A. Behlmann re: comments to same	0.60	441.00
B190	09/05/14	BB	Review revised draft Motion to approve for filing the Rule 9019 Settlement Motion under Seal	0.20	147.00
B190	09/05/14	BB	Review e-mail from special counsel to Visa/Master Card litigation with comments to Motion	0.10	73.50
B190	09/10/14	ADB	Telephone call with V. Leal of IBC Bank re: closing bank account	0.20	97.00
B190	09/10/14	WFJ	Correspondence with A. Behlmann re turnover request (et al) re Citibank	0.30	180.00
B190	09/10/14	WFJ	Confer with A. Behlmann re turnover request (et al) re Citibank	0.10	60.00
B190	09/10/14	WFJ	Analysis of case law re turnover request and sanctions re Citibank	0.70	420.00
B190	09/10/14	WFJ	Review and revise motion re turnover request and sanctions re Citibank	0.60	360.00
B190	09/11/14	ADB	Exchange e-mails with L. Bonito re: bank account turnover motions	0.30	145.50
B190	09/11/14	ADB	Finalize and file Citibank turnover motion	2.30	1,115.50
B190	09/11/14	WFJ	Further revision to turnover/contempt motion	0.30	180.00
B190	09/12/14	WFJ	Correspondence with Trenk re reply re preference procedures objections	0.40	240.00
B190	09/12/14	WFJ	Review and comment re reply re preference procedures objections	0.30	180.00

ALL DETAILED INFORMATION IS CONSIDERED TO BE PRIVILEGED AND CONFIDENTIAL.

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B190	09/12/14	WFJ	Review affidavits of R. Lyons and S. Meisel	0.30	180.00
B190	09/15/14	BB	Exchange e-mails with C. Pearson re: settlement of Visa/Mastercard litigation	0.10	73.50
B190	09/15/14	WFJ	Prepare for 9/16/14 hearing	0.80	480.00
B190	09/15/14	WFJ	Confer with A. Behlmann re Visa settlement	0.20	120.00
B190	09/15/14	WFJ	Correspondence with P. Hollander re board call	0.20	120.00
B190	09/16/14	ADB	Telephone call with chambers re: entry of Visa/MasterCard settlement order	0.20	97.00
B190	09/16/14	BB	Office conference with W. Jung re: court outcome on motion to approve settlement of Visa/MasterCard litigation	0.10	73.50
B190	09/16/14	BB	Exchange e-mails with C. Pearson and his associate re: settlement of Visa/MasterCard litigation and obtaining payment	0.20	147.00
B190	09/16/14	BB	Exchange e-mails with A. Behlmann re: settlement of Visa/MasterCard litigation and obtaining client signatures to settlement agreement	0.10	73.50
B190	09/16/14	WFJ	Attend court hearing re various Debtors' motions	1.00	600.00
B190	09/17/14	ADB	Review Visa/MasterCard settlement order entered by court	0.20	97.00
B190	09/17/14	BB	Exchange e-mails re: Visa/MasterCard settlement and entry of the order approving settlement	0.10	73.50
B190	09/18/14	LMB	Preparation of Notice of Motion of the Debtors for Entry of an Order Pursuant Compelling Citibank, N.A. to Turnover Property of the Debtors Estates	0.50	100.00
B190	09/19/14	ADB	Telephone call with outside counsel for Citibank re: contact for turnover motion	0.30	145.50

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
Total B190 - Other Contested Matters (excluding assumption/rejection motions)				17.50	\$9,418.00
<u>B195 Non-Working Travel</u>					
B195	09/16/14	WFJ	Travel to and from court re hearing on various Debtors' motions	0.90	270.00
Total B195 - Non-Working Travel				0.90	\$270.00
<u>B200 - Operations</u>					
<u>B210 Business Operations</u>					
B210	09/05/14	LMB	Preparation of Application Shortening Time Period and proposed Order on the Settlement and Compromise Motion	1.20	240.00
B210	09/05/14	LMB	Attend to and efile Motion of Debtors for Entry of an Order Approving Settlement and Compromise Pursuant to Fed. R. Bankr. P. 9019 and for Related Relief	0.40	80.00
B210	09/05/14	LMB	Attend to and efile Motion of Debtors for Entry of an Order Authorizing the Debtors to File Under Seal the Motion of Debtors for Entry of an Order Approving Settlement and Compromise Pursuant to Fed. R. Bankr. P. 9019 and for Related Relief	0.40	80.00
B210	09/05/14	LMB	Attend to and efile Application Shortening Time Period on the Motion of Debtors for Entry of an Order Approving Settlement and Compromise Pursuant to Fed. R. Bankr. P. 9019 and for Related Relief	0.40	80.00
B210	09/05/14	LMB	E-mail to Judge's chambers requesting entry of Order Shortening Time Period on Settlement and Compromise Motion	0.30	60.00
B210	09/05/14	LMB	Review court docket re: deadlines	0.20	40.00
B210	09/05/14	WFJ	E-mail from S. Vrejan re trapped cash	0.10	60.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B210	09/05/14	WFJ	E-mail with J. Catalano re Donlin	0.10	60.00
B210	09/08/14	LMB	Review court docket re: deadlines	0.20	40.00
B210	09/08/14	LMB	Preparation of Certificate of Service re: service of Settlement and Compromise Motion	0.50	100.00
B210	09/08/14	LMB	Preparation of Certificate of Service re: Debtors' Sixth Omnibus Notice of Rejection	0.40	80.00
B210	09/09/14	LMB	Review court docket and download objections	0.40	80.00
B210	09/09/14	LMB	E-mail to W. Jung re; objections filed	0.40	80.00
B210	09/09/14	LMB	Preparation of Notice of Agenda for September 16, 2014 hearing	1.00	200.00
B210	09/12/14	LMB	Preparation of Certificate of Service re: Debtors for Entry of an Order Pursuant Compelling Citibank, N.A. to Turnover Property of the Debtors Estates	0.50	100.00
B210	09/12/14	WFJ	Correspondence with P. Dawson et al re budget matters (.3); review same (.3)	0.60	360.00
B210	09/15/14	LMB	Review court docket re: deadlines	0.20	40.00
B210	09/15/14	LMB	Prepare and efile Amended Notice of Agenda	0.80	160.00
B210	09/15/14	LMB	Preparation of Hearing binders re: 9/16/14 hearing	0.40	80.00
B210	09/15/14	LMB	Assist in preparation for September 16, 2014 hearing	0.80	160.00
B210	09/16/14	WFJ	Confer with A. Behlmann re IBC funds	0.10	60.00
B210	09/17/14	LMB	Preparation of Critical Dates Memorandum	1.00	200.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B210	09/17/14	LMB	Preparation of service list	1.00	200.00
B210	09/18/14	LMB	Review court docket re: deadlines	0.20	40.00
B210	09/18/14	WFJ	E-mail from P. Dawson re MOR	0.10	60.00
B210	09/25/14	WFJ	Correspondence with P. Dawson and A. Behlmann re wind down issues	0.20	120.00
Total B210 - Business Operations				11.90	\$2,860.00

B230 Financing/Cash Collateral

B230	09/23/14	WFJ	E-mails with P. Dawson re next budget	0.20	120.00
B230	09/29/14	WFJ	Multiple correspondence with K. Rosen re budget matters and extension of same (.3); analysis of claims re same (.5); correspondence with P. Dawson re same (.1)	0.90	540.00
B230	09/30/14	WFJ	Correspondence with K. Rosen and P. Mandarino re budget extension (.2); work on same (.4)	0.60	360.00
Total B230 - Financing/Cash Collateral				1.70	\$1,020.00

B300 - Claims and Plan

B310 Claims Administration and Objections

B310	09/02/14	WFJ	Correspondence with PwC et al re admin claims	0.30	180.00
B310	09/03/14	DMB	Review e-mails and further data provided by Hearts & Hips counsel in connection with its potential claims	0.30	186.00
B310	09/03/14	DMB	Prepare e-mails to Hearts & Hips counsel in connection with its potential claims and further information we seek	0.30	186.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	09/04/14	DMB	Call with creditor re: questions re: distributions on its claim	0.30	186.00
B310	09/11/14	LMB	Efile two Certificate of Services	0.50	100.00
B310	09/11/14	LMB	Prepare and efile Certificate of No Objection re: 9019 Motion	0.60	120.00
B310	09/12/14	WFJ	Analysis of administrative claims	0.60	360.00
B310	09/12/14	WFJ	Correspondence with K. Rosen re administrative claims	0.20	120.00
B310	09/16/14	WFJ	Correspondence with P. Dawson et al re admin claims	0.20	120.00
B310	09/17/14	WFJ	E-mails with PwC et al re medical claims; e-mail with attorney for HIP re reduction of reserve	0.30	180.00
B310	09/17/14	WFJ	E-mails with A. Behlmann et al re admin claims bar date and service matters	0.20	120.00
B310	09/18/14	LMB	Prepare and efile Certificate of No Objection re: Motion Fixing a Deadline for Filing Administrative Expense Claim	0.60	120.00
B310	09/18/14	LMB	Attend to and efile Motion of the Debtors for Entry of an Order Pursuant Compelling Citibank, N.A. to Turnover Property of the Debtors Estates	0.60	120.00
B310	09/18/14	LMB	Arrange for service via E-mail and regular mail to all parties attaching the Motion of the Debtors for Entry of an Order Pursuant Compelling Citibank, N.A. to Turnover Property of the Debtors Estates	0.30	60.00
B310	09/18/14	WFJ	Draft letter re medical claims (.3); correspondence (.2) and call (.1) with P. Dawson re same	0.60	360.00
B310	09/19/14	WFJ	E-mails with A. Behlmann et al re bar date re medical claims	0.20	120.00
B310	09/19/14	WFJ	E-mails with A. Behlmann et al re medical claims and notice re same	0.30	180.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B310	09/23/14	WFJ	E-mails with R. Itkin re creditor claims	0.20	120.00
B310	09/24/14	WFJ	Correspondence with J. DiPisquale, K. Rosen and R. Itkin re Facility Source and claims related thereto	0.30	180.00
B310	09/29/14	WFJ	E-mail from R. Itkin re Facility Source claims	0.10	60.00
B310	09/29/14	WFJ	Correspondence from K. Rosen and P. Hollander re Amex claims	0.20	120.00
B310	09/29/14	WFJ	Review and file August MOR (.2); correspondence with P. Dawson re same (.1)	0.30	180.00
B310	09/30/14	WFJ	Review Amici Accessories Ltd.'s motion for payment (.2); confer with P. Dawson re same (.1)	0.30	180.00
B310	09/30/14	WFJ	Analysis of Amex agreements (.9); draft memo re same (.5)	1.40	840.00
B310	09/30/14	WFJ	Correspondence with R. Itkin and J. DiPisquale re SL's claim	0.20	120.00
Total B310 - Claims Administration and Objections				9.40	\$4,618.00

B320 Plan and Disclosure Statement (including Business Plan)

B320	09/18/14	LMB	Prepare and efile Certificate of No Objection re: Motion Extending the Debtors' Exclusive Periods to File a Chapter 11 Plan	0.60	120.00
B320	09/25/14	DC	Return and respond to telephone calls from numerous claimants and former employees re: proofs of claim and status of distribution	0.50	110.00
B320	09/29/14	DC	Exchange e-mail correspondence with A. Behlmann and Donlin & Recano re: service of admin bar date order and medical claims letter	0.30	66.00
B320	09/29/14	DC	Telephone calls with numerous former Dots employees re: instructions for completion of administrative proofs of claim	0.60	132.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
Total B320 - Plan and Disclosure Statement (including Business Plan)				2.00	\$428.00

B400 - Bankruptcy-Related AdviceB420 Restructurings

B420	09/29/14	WFJ	Correspondence with P. Dawson and A. Miller re ACE payment re CP Settlement	0.20	120.00
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Total B420 - Restructurings	0.20	\$120.00
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B430 Adversary Proceedings and Bankruptcy Court Litigation

B430	09/21/14	DMB	Review e-mail from secured lender's counsel re: questions re: dismissal of CP action, and review file re: same	0.10	62.00
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B430	09/21/14	DMB	Prepare e-mail to secured lender's counsel re: questions re: dismissal of CP action, and review file re: same	0.10	62.00
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Total B430 - Adversary Proceedings and Bankruptcy Court Litigation	0.20	\$124.00
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B460 Other - Insurance Matters

B460	09/02/14	WFJ	Call with P. Hollander re insurance	0.50	300.00
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B460	09/03/14	WFJ	Call with P. Hollander re insurance	0.20	120.00
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B460	09/04/14	WFJ	Call with J. Romano et al re replacement of broker and related matters	1.10	660.00
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B460	09/05/14	WFJ	Letters re broker replacement	0.20	120.00
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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B460	09/06/14	WFJ	Correspondence from P. Hollander, M. Klaschka and J. Romano re broker replacement	0.30	180.00
B460	09/07/14	WFJ	E-mail to P. Hollander re broker replacement	0.10	60.00
B460	09/08/14	WFJ	Correspondence with P. Hollander re replacement of agent	0.30	180.00
B460	09/08/14	WFJ	Correspondence to agent re replacement of agent	0.20	120.00
B460	09/08/14	WFJ	Correspondence with new agent re coverage matters	0.70	420.00
B460	09/09/14	WFJ	Correspondence with new broker and P. Hollander re insurance matters	0.20	120.00
B460	09/10/14	WFJ	Communication from new broker re update	0.10	60.00
B460	09/15/14	WFJ	E-mail from broker re insurance update	0.10	60.00
B460	09/16/14	WFJ	E-mails with broker re call	0.10	60.00
B460	09/16/14	WFJ	Call with E. Bond re board issues	0.10	60.00
B460	09/17/14	WFJ	Call with P. Hollander re insurance (.3); e-mails with company re same (.2)	0.50	300.00
B460	09/17/14	WFJ	Call with new broker et al re insurance	0.50	300.00
B460	09/18/14	WFJ	Correspondence to P. Hollander re renewed coverage and underlying data	0.40	240.00
B460	09/22/14	WFJ	E-mails with J. Catalano and P. Hollander re insurance matters	0.20	120.00
B460	09/24/14	WFJ	Correspondence with P. Hollander and L. Long re coverage call	0.20	120.00
B460	09/29/14	WFJ	Call with P. Hollander re insurance renewal	0.20	120.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B460	09/29/14	WFJ	Call with replacement broker and ACE re insurance renewal	0.70	420.00

Total B460 - Other - Insurance Matters	6.90	\$4,140.00
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Timekeeper Summary (by Task):

Task	Task Description	Hours	Fees
B110	Case Administration	2.30	\$738.00
B120	Asset Analysis and Recovery	7.80	3,783.00
B130	Asset Disposition	5.70	3,784.50
B140	Relief from Stay/Adequate Protection Proceedings	0.20	44.00
B150	Meetings of and Communication with Creditors	1.40	612.00
B160	Fee/Employment Applications	2.10	430.00
B165	Employment and Retention Applications - Others	0.50	104.00
B175	Fee Applications and Invoices - Others	13.40	3,449.50
B180	Avoidance Action Analysis	5.60	3,384.00
B185	Assumption/Rejection of Leases and Contracts	14.30	6,527.50
B190	Other Contested Matters (excluding assumption/rejection motions)	17.50	9,418.00
B195	Non-Working Travel	0.90	270.00
B210	Business Operations	11.90	2,860.00
B230	Financing/Cash Collateral	1.70	1,020.00
B310	Claims Administration and Objections	9.40	4,618.00
B320	Plan and Disclosure Statement (including Business Plan)	2.00	428.00
B420	Restructurings	0.20	120.00
B430	Adversary Proceedings and Bankruptcy Court Litigation	0.20	124.00
B460	Other - Insurance Matters	6.90	4,140.00
	Total	104.00	\$ 45,854.50

EXHIBIT B

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EXHIBIT B**Actual and necessary disbursements incurred by Lowenstein Sandler LLP****II. Summary of Disbursement Charges**

Case preparation expenses	\$6.69
Messenger and delivery charges	488.55
Bulk rate/special postage	19.60
Computerized legal research	371.75
Telecommunications	34.83
Travel	24.44
Photocopies 495 pages at \$0.78 per page	385.50
Total Disbursements	\$1,331.36

The above charges are based upon time and expense records available on or about the date of the attached letter. Such records are believed in good faith to be accurate and substantially up to date, but there may be fees and expenses that have not been processed as of such date which Lowenstein Sandler LLP may submit in the future. Lowenstein Sandler LLP reserves the right to amend this monthly statement at a later date.

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DISBURSEMENT DETAIL:

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/27/14	Reference Materials VENDOR: American Express; INVOICE#: 082814; DATE: 8/28/2014 NJ Business Service - Business record	\$6.69
09/09/14	Other Telecommunications Charges VENDOR: Rosen, Kenneth A.; INVOICE#: 090914; DATE: 9/9/2014 Verizon wireless	13.08
08/29/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	17.45
08/29/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Call Minimum Shortfall	4.15
08/29/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	0.15
09/16/14	Local Travel VENDOR: Jung, Wojciech F.; INVOICE#: 091714; DATE: 9/17/2014 Travel to/from hearing in Newark	24.44
	Federal Express	488.55
09/10/14	Computerized legal research: Lexis: User: BEHLMANN, ANDREW; Service: LEXIS LEGAL SERVICES; Charge Type: COMPUTER CONECTN TIME-00:25:20; SINGLE DOCUMENT RETRIEVAL-5.00; COMPUTER CONECTN TIME-00:00:51; LEGAL CITATION SERVICES-1.00;;	\$143.34
09/11/14	Computerized legal research: Lexis: User: BEHLMANN, ANDREW; Service: LEXIS LEGAL SERVICES; Charge Type: COMPUTER CONECTN TIME-00:23:11; SINGLE DOCUMENT RETRIEVAL-9.00; COMPUTER CONECTN TIME-00:02:32; LEGAL CITATION SERVICES-1.00;;	228.41
	Bulk rate/special postage	19.60
	Internal photocopies: 495 pages at \$0.78 per page	385.50
	Total Disbursements	<u>\$1,331.36</u>